

J.W.

NEWNORTH GOLD MINES LIMITED

601 Concourse Building
100 Adelaide Street West
Toronto 1, Ontario

NOTICE OF ANNUAL MEETING

To the Shareholders:

TAKE NOTICE that the Annual Meeting of the Shareholders of NEWNORTH GOLD MINES LIMITED will be held at 2400 The Bank of Nova Scotia Building, 44 King Street West, Toronto, Ontario, on Thursday, the 27th day of June, 1968, at the hour of 2:30 o'clock in the afternoon, Daylight Saving Time, to receive Reports, elect Directors, appoint Auditors and to transact all such other business as may properly come before the Meeting.

A copy of the Reports and Balance Sheet to be submitted to the Meeting is forwarded herewith.

DATED this 4th day of June, 1968.

By Order of the Board,

H. HUNTER,

Secretary.

NOTE: If unable to attend in person, please sign and return the attached proxy in the envelope enclosed for that purpose.

NEWNORTH GOLD MINES LIMITED

INFORMATION CIRCULAR

This Information Circular is furnished in connection with the solicitation of proxies by the Management of the Company for use at the Annual Meeting of the Shareholders of the Company to be held on Thursday, the 27th day of June, 1968, and at any adjournment or adjournments thereof.

The cost of solicitation will be borne by the Company. The solicitation will be primarily by mail, but proxies will also be solicited by regular employees of the Company. No remuneration will be paid to any person for soliciting proxies, but the Company may, upon request, pay to certain brokerage firms, fiduciaries or other persons holding shares in their names for others, the charges entailed for sending out proxies to the persons for whom they hold shares.

PROVISIONS RELATING TO VOTING

Shareholders of record at the time of the holding of the Meeting will be entitled to one vote for each share held. The Company has outstanding 4,400,005 shares of its capital stock. A Shareholder who has given a proxy may revoke it at any time prior to its use either — (a) by signing a proxy bearing a later date and delivering it to the Secretary of the Company, or (b) by signing written notice of revocation and delivering it to the Secretary of the Company or the Chairman of the Meeting.

ELECTION OF DIRECTORS

At the Annual Meeting a Board of five Directors is to be elected, to hold office until the next Annual Meeting of Shareholders or until their successors are elected, and it is the intention of the persons named in the enclosed form of proxy to vote such proxy for the election of the following persons, being the present Directors of the Company, who are standing for re-election.

The Management does not contemplate that any nominee will be unable to serve as a Director for any reason, but should this be the case, the persons named in the accompanying form of proxy reserve the right to vote for another person of their choice in his place and stead.

The names of all the Directors, their principal occupation or employment, the years in which they became Directors of the Company and the approximate number of shares of the Company beneficially owned by them, directly or indirectly, as of the 3rd day of June, 1968, are as follows:

Name	Position with Company	Present Principal Occupation	Director since	Number of shares beneficially held
P. C. Finlay	President and Director	Partner in the legal firm of Holden, Murdoch, Walton, Finlay, Robinson, Pepall & Harvey, Toronto.	11 April 1945	5,001
H. Hunter	Secretary-Treasurer and Director	Accountant, Toronto.	9 May 1949	12,000
R. T. MacAlpine	Director	President of Shaft Machines Limited, Manufacturers of shaft sinking equipment, Toronto.	7 April 1952	2,135

<u>Name</u>	<u>Position with Company</u>	<u>Present Principal Occupation</u>	<u>Director since</u>	<u>Number of shares beneficially held</u>
Fred G. Briscoe	Director	Secretary-Treasurer of J. D. Secretary-Treasurer of J. D. Crighton International Limited, Mining Exploration, Toronto.	30 June 1966	nil
J. F. Lake	Director	Partner in the legal firm of Holden, Murdoch, Walton, Finlay, Robinson, Pepall & Harvey, Toronto.	30 June 1966	50

Each of the above-named persons has held the principal occupation indicated for at least five years.

REMUNERATION OF MANAGEMENT AND OTHERS

- (a) The aggregate direct remuneration paid by the Company to its Directors and senior Officers during the year 1967 was \$600.00.
- (b) The Company does not have any pension plan for the benefit of its Officers or Employees.
- (c) During 1967 no options were granted by the Company on shares of its capital stock.

APPOINTMENT OF AUDITORS

The persons named in the enclosed form of proxy intend to vote for the reappointment of Eddis & Associates as Auditors of the Company, to hold office until the next Annual Meeting of Shareholders. Eddis & Associates or its predecessors have been Auditors of the Company for more than five years.

OTHER MATTERS

The Management does not know of any other matters to be brought before the Meeting other than those hereinbefore set forth and in the Notice of Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

By Order of the Board,

H. HUNTER,
Secretary.

Toronto, Ontario,
June 4th, 1968.



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NEWNORTH GOLD MINES LIMITED

FORM OF PROXY SOLICITED BY MANAGEMENT

The undersigned Shareholder of NEWNORTH GOLD MINES LIMITED hereby appoints P. C. FINLAY, Q.C., President, or failing him, H. HUNTER, Secretary-Treasurer, or in lieu of the foregoing, _____ as nominee of the undersigned, to attend and act for and on behalf of the undersigned at the Annual Meeting of the Company to be held on Thursday, the 27th day of June, 1968, and at any adjournment or adjournments thereof.

DATED _____, 1968.

Signature of Shareholder

A SHAREHOLDER HAS THE RIGHT TO APPOINT ANY PERSON (OTHER THAN THE PERSONS DESIGNATED IN THE FORM OF PROXY) WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM AT THE MEETING. TO EXERCISE SUCH RIGHT THE SHAREHOLDER SHOULD STRIKE OUT THE NAMES OF THE PERSONS DESIGNATED ABOVE AND INSERT THE NAME OF HIS NOMINEE IN THE BLANK SPACE PROVIDED FOR THAT PURPOSE.

NOTE: (1) If the appointer is a corporation or an officer of it, the necessary changes must be made in the form.

(2) Where the instrument is signed by a corporation, its common seal must be affixed.

Your name and address is recorded as indicated above.
Please report any change.



